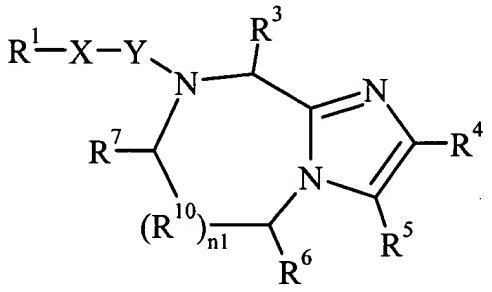
COMPLETE LISTING OF ALL CLAIMS, WITH MARKINGS AND STATUS IDENTIFIERS

(Amendments are illustrated by showing deletions ~~by strikethrough~~ or [[double brackets]] and additions by underlining)

1 (currently amended): A compound of formula I,



(I)

wherein

n1 is 1;

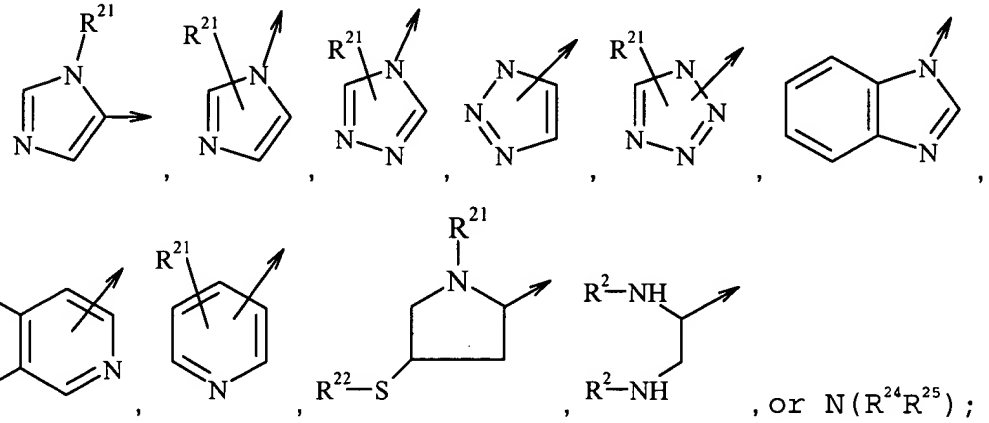
X is, independently for each occurrence, $(CHR^{11})_{n3}(CH_2)_{n4}Z(CH_2)_{n5}$;

Z is O, $N(R^{12})$, S, or a bond;

n3 is, independently for each occurrence, 0 or 1;

n4 and n5 each is, independently for each occurrence, 0, 1, 2, or 3;

Y is, independently for each occurrence, CO, CH_2, CS, or a bond;

R^1 is  , or $N(R^{24}R^{25})$;

R^2, R^{11}, and R^{12} each is, independently for each occurrence, H or an optionally substituted moiety selected from the group consisting of (C_{1-6})alkyl and

aryl, wherein said optionally substituted moiety is optionally substituted with one or more of R^8 or R^{30};

R^3 is, independently for each occurrence, H or an optionally substituted moiety selected from the group consisting of (C_{1-6})alkyl, (C_{2-6})alkenyl, (C_{2-6})alkynyl, (C_{3-6})cycloalkyl, (C_{3-6})cycloalkyl(C_{1-6})alkyl, (C_{5-7})cycloalkenyl, (C_{5-7})cycloalkenyl(C_{1-6})alkyl, aryl, aryl(C_{1-6})alkyl, heterocyclyl, and heterocyclyl(C_{1-6})alkyl, wherein said optionally substituted moiety is optionally substituted with one or more R^{30};

R^4 and R^5 each is, independently for each occurrence, H or an optionally substituted moiety selected from the group consisting of (C_{1-6})alkyl, (C_{3-6})cycloalkyl, aryl, and heterocyclyl, wherein said optionally substituted moiety is optionally substituted with one or more R^{30}, wherein each said substituent is independently selected, or R^4 and R^5 can be taken together with the carbons to which they are attached to form aryl;

R^6 is, independently for each occurrence, H or an ~~optionally substituted moiety selected from the group consisting of (C_{1-6})alkyl, (C_{2-6})alkenyl, (C_{3-6})cycloalkyl, (C_{3-6})cycloalkyl(C_{1-6})alkyl, (C_{5-7})cycloalkenyl, (C_{5-7})cycloalkenyl(C_{1-6})alkyl,~~ aryl~~, aryl(C_{1-6})alkyl, heterocyclyl, and heterocyclyl(C_{1-6})alkyl, wherein said optionally substituted moiety is optionally~~ substituted with ~~one or more substituents each independently selected from the group consisting of OH, (C_{1-6})alkyl, (C_{1-6})alkoxy, $N(R^8R^9)$, COOH, CON(R^8R^9), and halo~~ X^1, X^2, and X^3,

where R^8 and R^9 each is, independently for each occurrence, H, (C_{1-6})alkyl, (C_{2-6})alkenyl, (C_{2-6})alkynyl, aryl, or aryl(C_{1-6})alkyl;

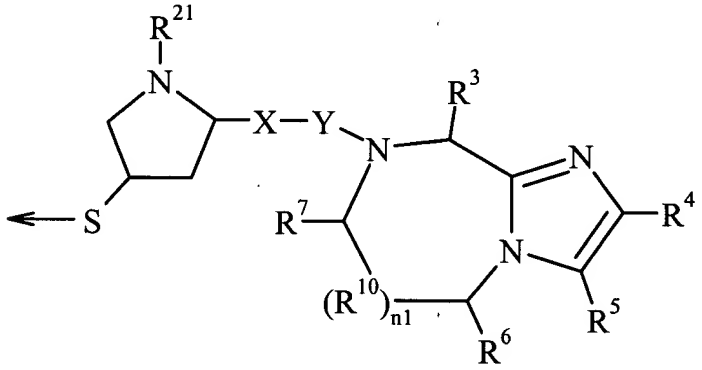
R^7 is, independently for each occurrence, H, =O, =S, or an ~~optionally substituted moiety selected from the group consisting of (C_{1-6})alkyl, (C_{2-6})alkenyl, (C_{3-6})cycloalkyl,~~

~~(C_{3-6})cycloalkyl(C_{1-6})alkyl, (C_{5-7})cycloalkenyl, (C_{5-7})cycloalkenyl(C_{1-6})alkyl,~~ aryl~~, aryl(C_{1-6})alkyl, heterocyclyl, and heterocyclyl(C_{1-6})alkyl, wherein said optionally~~ substituted ~~moiety is optionally substituted~~ with ~~one or more substituents each independently selected from the group consisting of OH, (C_{1-6})alkyl, (C_{1-6})alkoxy, $N(R^8R^9)$, -COOH, $CON(R^8R^9)$, and halo~~ X^1, X^2, and X^3;

R^{10} is C;

R^{21} is, independently for each occurrence, H or an optionally substituted moiety selected from the group consisting of (C_{1-6})alkyl and aryl(C_{1-6})alkyl, wherein said optionally substituted moiety is optionally substituted with one or more substituents each independently selected from the group consisting of R^8 and R^{30};

R^{22} is H, (C_{1-6})alkylthio, (C_{3-6})cycloalkylthio, R^8-CO-, or a substituent according to the formula



;

R^{24} and R^{25} each is, independently for each occurrence, H, (C_{1-6})alkyl, or aryl(C_{1-6})alkyl;

R^{30} is, independently for each occurrence, (C_{1-6})alkyl, $-O-R^8$, $-S(O)_{n6}R^8$, $-S(O)_{n7}N(R^8R^9)$, $-N(R^8R^9)$, -CN, $-NO_2$,

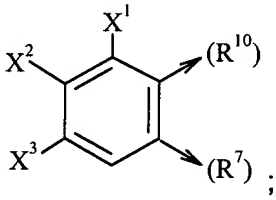
$-CO_2R^8$, $-CON(R^8R^9)$, ~~$-NCO-R^8$~~ $-NH-CO-R^8$, or halogen;

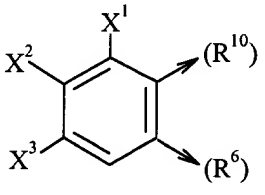
n6 and n7 each is, independently for each occurrence, 0, 1, or 2;

wherein said heterocyclyl is azepinyl, benzimidazolyl, benzisoxazolyl, benzofurazanyl, benzopyranyl, benzothiopyranyl, benzofuryl, benzothiazolyl, benzothienyl, benzoxazolyl, chromanyl, cinnolinyl, dihydrobenzofuryl, dihydrobenzothienyl, dihydrobenzothiopyranyl, dihydrobenzothio-pyranyl sulfone, furyl, imidazolidinyl, imidazolinyl, imidazolyl, indolinyl, indolyl, isochromanyl, isoindolinyl, isoquinolinyl, isothiazolidinyl, isothiazolyl, isothiazolidinyl, morpholinyl, naphthyridinyl, oxadiazolyl, 2-oxoazepinyl, 2-oxopiperazinyl, 2-oxopiperidinyl, 2-oxopyrrolidinyl, piperidyl, piperazinyl, pyridyl, pyridyl N-oxide, quinoxalinyl, tetrahydrofuryl, tetrahydroisoquinolinyl, tetrahydro-quinolinyl, thiamorpholinyl, thiamorpholinyl sulfoxide, thiazolyl, thiazolinyl, thienofuryl, thienothienyl, or thienyl; and

wherein said aryl is phenyl or naphthyl;

provided that:

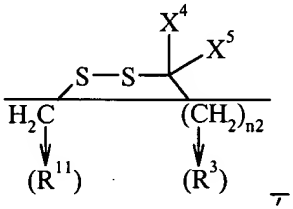
either R^6 is H or R^7 is =O, -H, or =S wherein when R^6 is H, then R^{10} and R^7 are taken together to form 

; or when R^7 is =O, -H, or =S, then R^{10} and R^6 are taken together to form 

,

wherein X^1, X^2, and X^3 each is, independently, H, halogen, $-NO_2$, ~~$-NCO-R^8$~~ $-NH-CO-R^8$, $-CO_2R^8$, $-CN$, or $-CON(R^8R^9)$; ~~and~~

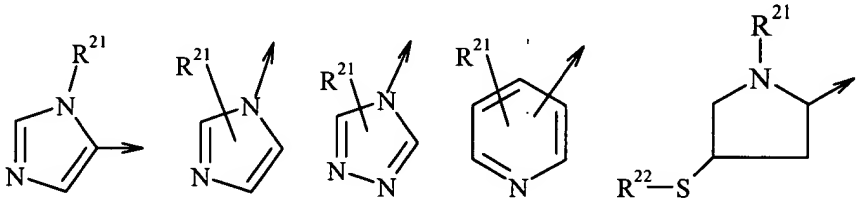
~~when R^1 is $N(R^{24}R^{25})$, then n3 is 1, n4 and n5 each is 0, Z is a bond, and R^3 and R^{11} can be taken together to form~~



~~wherein n2 is 1-6, and X^4 and X^5 each is, independently, H, (C_{1-6})alkyl, or aryl, or X^4 and X^5 can be taken together to form (C_{3-6})cycloalkyl;~~

or a pharmaceutically acceptable salt thereof.

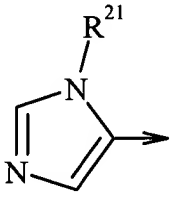
2 (original): A compound according to claim 1, wherein:

R^1 is  , or $N(R^{24}R^{25})$; and

X is $CH(R^{11})_{n3}(CH_2)_{n4}$ or Z, wherein Z is O, S, or $N(R^{12})$;

or a pharmaceutically acceptable salt thereof.

3 (withdrawn): A compound according to claim 2, wherein:

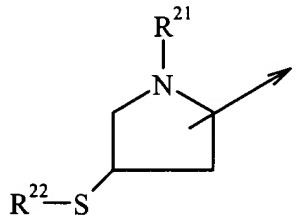
R^1 is  ;

X is $CH(R^{11})_{n3}(CH_2)_{n4}$; and

n1 is 0;

or a pharmaceutically acceptable salt thereof.

4 (withdrawn): A compound according to claim 2, wherein:

R^1 is  ;

n3, n4, and n5 each is 0;

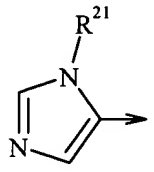
Z is a bond;

Y is, independently for each occurrence, CO or CS; and

n1 is 0;

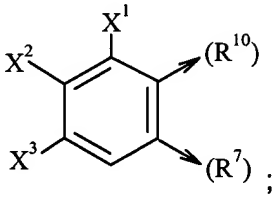
or a pharmaceutically acceptable salt thereof.

5 (original): A compound according to claim 2, wherein:

R^1 is  ;

R^6 is H;

n1 is 1;

R^7 and R^{10} are taken together to form  ;

n3 is 1 and R^{11} is H;

Z is O or a bond;

n5 is 0; and

Y is CO, CH_2, or a bond;

or a pharmaceutically acceptable salt thereof.

6 (withdrawn): A compound according to claim 2, wherein:

R^1 is $N(R^{24}R^{25})$;

n1 is 0;

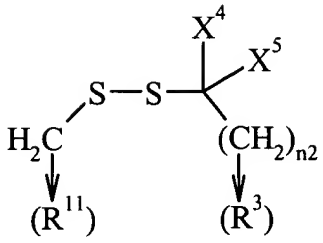
n3 is 1;

n4 is 0;

n5 is 0;

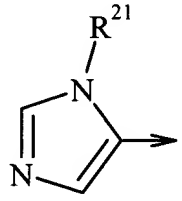
Y is CO or CS;

Z is a bond; and



R^3 and R^{11} are taken together to form , or a pharmaceutically acceptable salt thereof.

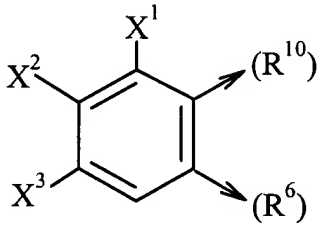
7 (original): A compound according to claim 2, wherein:



R^1 is ;

R^7 is H or =O;

n1 is 1;



R^6 and R^{10} are taken together to form ;

n3 is 1 and R^{11} is H;

n5 is 0;

Y is CO or CH_2; and

Z is O or a bond;
or a pharmaceutically acceptable salt thereof.

8 (withdrawn): A compound according to claim 3, wherein said compound is

8-butyl-7-(3-(imidazol-5-yl)-1-oxopropyl)-2-(2-methoxyphenyl)-5,6,7,8-tetrahydroimidazo[1,2a]pyrazine;

8-butyl-2-(2-hydroxyphenyl)-7-(imidazol-4-yl-propyl)-5,6,7,8-tetrahydroimidazo[1,2a]pyrazine;

8-butyl-7-(4-imidazolylpropyl)-2-(2-methoxyphenyl)-5,6,7,8-tetrahydroimidazo[1,2a]pyrazine;

7-(2-(imidazol-4-yl)-1-oxo-ethyl)-2-(2-methoxyphenyl)-8-(1-methylpropyl)-5,6,7,8-tetrahydroimidazo[1,2a]pyrazine;

2-(2-methoxyphenyl)-8-(1-methylpropyl)-7-(1-oxo-2-(1-(phenylmethyl)-imidazol-5-yl)ethyl)-5,6,7,8-tetrahydroimidazo[1,2a]pyrazine;

2-(2-methoxyphenyl)-8-(1-methylpropyl)-7-(2-(1-phenylmethyl)-imidazol-5-yl)ethyl)-5,6,7,8-tetrahydroimidazo[1,2a]pyrazine;

7-(2-(1-(4-cyanophenylmethyl)-imidazol-5-yl)-1-oxo-ethyl)-2-(2-methoxyphenyl)-8-(1-methylpropyl)-5,6,7,8-tetrahydroimidazo[1,2a]pyrazine;

7-((1H-imidazol-4-yl)methyl)-2-(2-methoxyphenyl)-8-(1-methylpropyl)-5,6,7,8-tetrahydroimidazo[1,2a]pyrazine;

7-((4-imidazolyl)carbonyl)-2-(2-methoxyphenyl)-8-(1-methylpropyl)-5,6,7,8-tetrahydroimidazo[1,2a]pyrazine;

7-(1-(4-cyanophenylmethyl)-imidazol-5-yl)methyl-2-(2-methoxyphenyl)-8-(1-methylpropyl)-5,6,7,8-tetrahydroimidazo[1,2a]pyrazine;

7-(2-(4-cyanophenylmethyl)-imidazol-5-yl)-1-oxo-ethyl)-2-(2-methoxyphenyl)-5,6,7,8-tetrahydroimidazo[1,2-a]pyrazine;

5-butyl-7-(2-(4-cyanophenylmethylimidazol-5-yl)-1-oxo-ethyl)-2-phenyl-5,6,7,8-tetrahydroimidazo[1,2a]pyrazine;

6-butyl-7-(2-(4-cyanophenylmethylimidazol-5-yl)-1-oxo-ethyl)-2-(2-methoxyphenyl)-5,6,7,8-tetrahydroimidazo[1,2-a]pyrazine;

6-butyl-7-(2-(4-cyanophenylmethylimidazol-5-yl)-1-oxo-ethyl)-2-phenyl-5,6,7,8-tetrahydroimidazo[1,2-a]pyrazine;

5-butyl-7-(2-(1-(4-cyanophenylmethyl)-imidazole-5-yl)-1-oxo-ethyl)-2-(2-methoxyphenyl)-5,6,7,8-tetrahydroimidazo[1,2a]pyrazine;

7-(2-(1-(4-cyanophenylmethyl)-imidazole-5-yl)-1-oxo-ethyl)-8-(cyclohexylmethyl)-2-(2-methoxyphenyl)-5,6,7,8-tetrahydroimidazo[1,2a]pyrazine;

5-butyl-7-(2-(1H-imidazole-5-yl)-1-oxo-ethyl)-2-(2-methoxyphenyl)-5,6,7,8-tetrahydroimidazo[1,2a]pyrazine;

7-(2-(4-cyanophenylmethyl)-imidazol-5-yl)-1-oxo-ethyl)-2-(2-(phenylmethoxy)-phenyl)-5,6,7,8-tetrahydroimidazo[1,2-a]pyrazine; or

2-(2-butoxyphenyl)-7-(2-(4-cyanophenylmethyl)-imidazol-5-yl)-1-oxo-ethyl)-5,6,7,8-tetrahydroimidazo[1,2-a]pyrazine; or a pharmaceutically acceptable salt thereof.

9 (previously presented): A compound according to claim 5, wherein said compound is

1,2-dihydro-1-((1H-imidazol-4-yl)methyl)-4-(2-methoxyphenyl)-imidazo[1,2-c][1,4]benzodiazepine;

1-(2-(1-(4-cyanophenylmethyl)imidazol-4-yl)-1-oxoethyl)-1,2-dihydro-4-(2-methoxyphenyl)-imidazo[1,2-c][1,4]benzodiazepine ;

9-bromo-1-(2-(1-(4-cyanophenylmethyl)imidazol-4-yl)-1-oxoethyl)-1,2-dihydro-4-(2-methoxyphenyl)-imidazo[1,2-c][1,4]benzodiazepine;

9-chloro-1-(2-(1-(4-cyanophenylmethyl)imidazol-4-yl)-1-oxoethyl)-1,2-dihydro-4-(2-methoxyphenyl)-imidazo[1,2-c][1,4]benzodiazepine;

10-bromo-1-(2-(1-(4-cyanophenylmethyl)imidazol-4-yl)-1-oxoethyl)-1,2-dihydro-4-(2-methoxyphenyl)-imidazo[1,2-c][1,4]benzodiazepine; or

1-(2-(1-(4-cyanophenylmethyl)imidazol-4-yl)-1-oxoethyl)-1,2-dihydro-8-fluoro-4-(2-methoxyphenyl)-imidazo[1,2-c][1,4]benzodiazepine;

or a pharmaceutically acceptable salt thereof.

10 (previously presented): A compound according to claim 9, wherein said compound is

1-(2-(1-(4-cyanophenylmethyl)imidazol-4-yl)-1-oxoethyl)-1,2-dihydro-4-(2-methoxyphenyl)-imidazo[1,2-c][1,4]benzodiazepine;

9-bromo-1-(2-(1-(4-cyanophenylmethyl)imidazol-4-yl)-1-oxoethyl)-1,2-dihydro-4-(2-methoxyphenyl)-imidazo[1,2-c][1,4]benzodiazepine;

9-chloro-1-(2-(1-(4-cyanophenylmethyl)imidazol-4-yl)-1-oxoethyl)-1,2-dihydro-4-(2-methoxyphenyl)-imidazo[1,2-c][1,4]benzodiazepine;

10-bromo-1-(2-(1-(4-cyanophenylmethyl)imidazol-4-yl)-1-oxoethyl)-1,2-dihydro-4-(2-methoxyphenyl)-imidazo[1,2-c][1,4]benzodiazepine; or

1-(2-(1-(4-cyanophenylmethyl)imidazol-4-yl)-1-oxoethyl)-1,2-dihydro-8-fluoro-4-(2-methoxyphenyl)-imidazo[1,2-c][1,4]benzodiazepine;

or a pharmaceutically acceptable salt thereof.

11 (withdrawn): A compound according to claim 6, wherein said compound is

7-(2-amino-1-oxo-3-thiopropyl)-8-(mercaptoethyl)-2-(2-methoxyphenyl)-5,6,7,8-tetrahydroimidazo[1,2a]pyrazine disulfide;

or a pharmaceutically acceptable salt thereof.

12 (original): A compound according to claim 7, wherein said compound is

5-(2-(1-(4-cyanophenylmethyl)-imidazol-5-yl)-1-oxo-ethyl)-5,6-dihydro-2-phenyl-1H-imidazo[1,2-a][1,4]benzodiazepine;

or a pharmaceutically acceptable salt thereof.

13 (currently amended): A compound according to claim 2 wherein said compound is

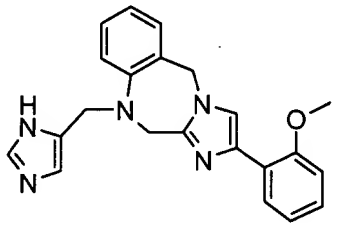
1,2-dihydro-1-(2-(imidazol-1-yl)-1-oxoethyl)-4-(2-methoxyphenyl) imidazo~~[1,2a]~~[1,2-a][1,4]benzodiazepine;

1,2-dihydro-4-(2-methoxyphenyl)-1-(2-(pyridin-3-yl)-1-oxoethyl) imidazo~~[1,2a]~~[1,2-a][1,4]benzodiazepine; or

1,2-dihydro-4-(2-methoxyphenyl)-1-(2-(pyridin-4-yl)-1-oxoethyl) imidazo~~[1,2a]~~[1,2-a][1,4]benzodiazepine;

or a pharmaceutically acceptable salt thereof.

14 (previously presented): A compound according to claim 2, wherein said compound is



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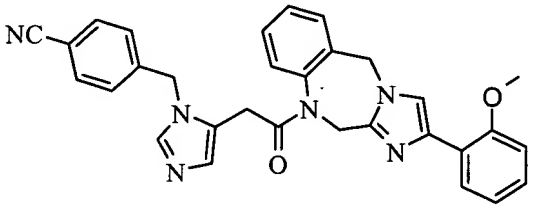

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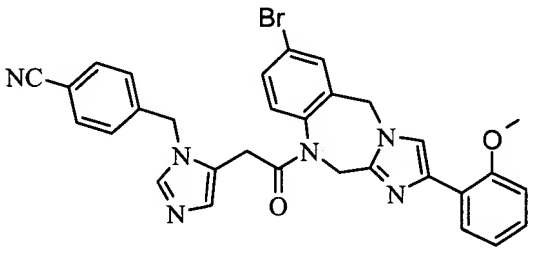

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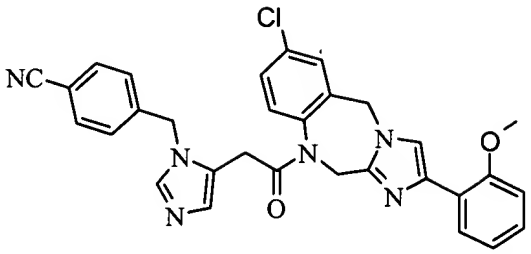

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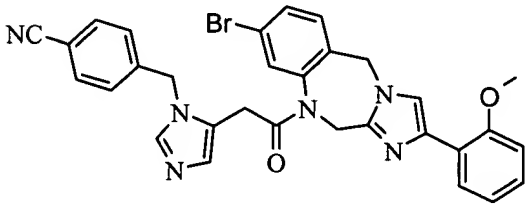

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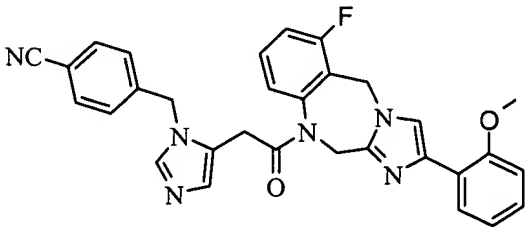

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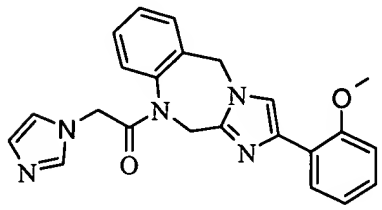

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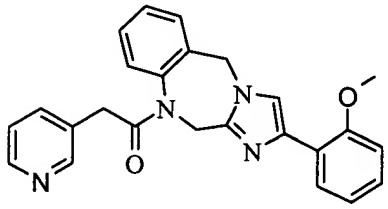

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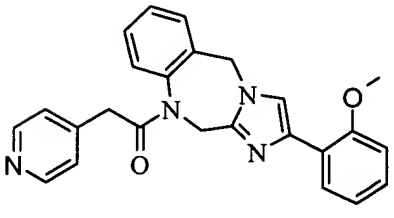
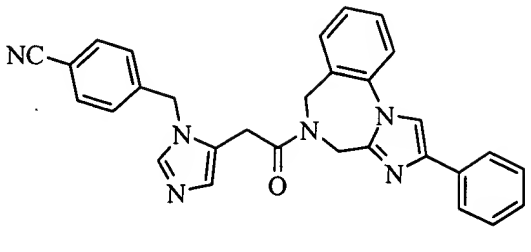


; or



;

or a pharmaceutically acceptable salt thereof.

15 (currently amended): A pharmaceutical composition for ~~use in treating a disease selected from the group consisting~~ the treatment of breast cancer, colon cancer, pancreas cancer, prostate cancer, lung cancer, ovarian cancer, epidermal cancer, ~~and~~ or hematopoietic cancer, in a patient in need thereof, comprising ~~an~~ a therapeutically effective amount of a compound according to claim 1 or a pharmaceutically acceptable salt thereof and a pharmaceutically acceptable carrier wherein said therapeutically effective amount is an amount that is effective for the treatment of breast cancer, colon cancer, pancreas cancer, prostate cancer, lung cancer, ovarian cancer, epidermal cancer, or hematopoietic cancer in said patient.

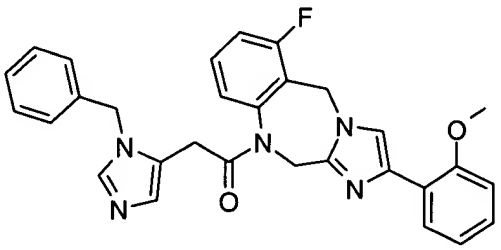
16 (previously presented): A method of treating a disease in a subject in need thereof, said method comprising administering to said subject a therapeutically effective amount of a compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein said

disease is selected from the group consisting of breast cancer, colon cancer, pancreas cancer, prostate cancer, lung cancer, ovarian cancer, epidermal cancer and hematopoietic cancer.

17 (canceled)

18 (canceled)

19 (original): A compound according to claim 2, wherein said compound is



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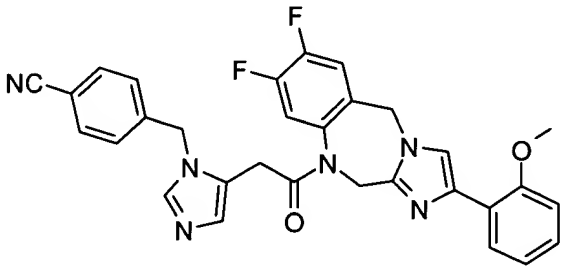

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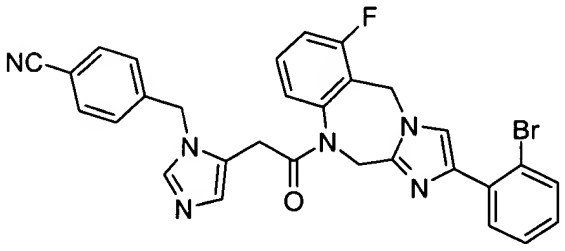

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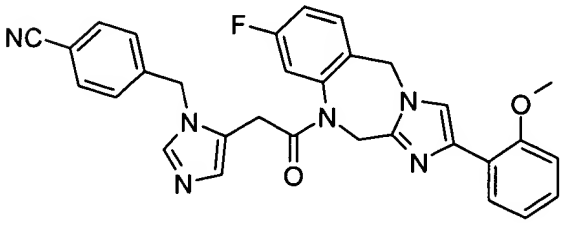

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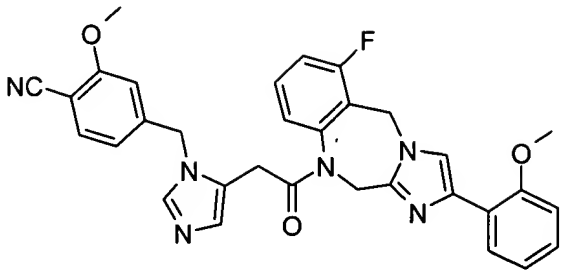

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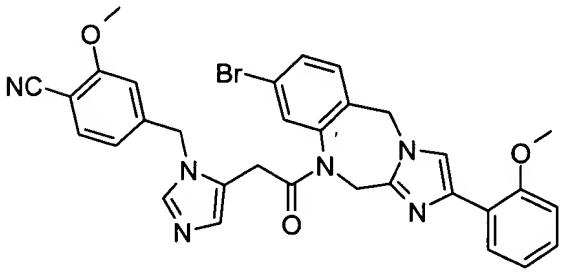

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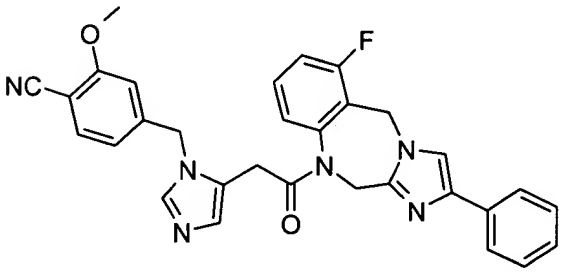

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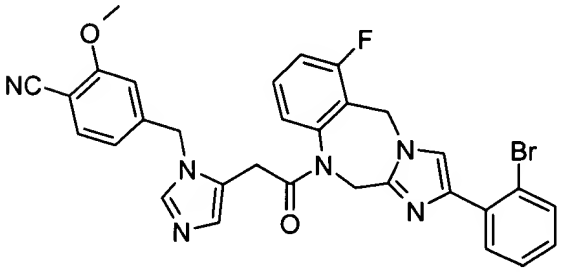

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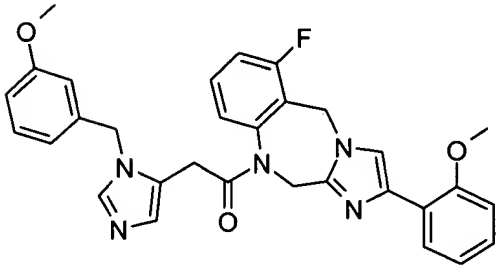

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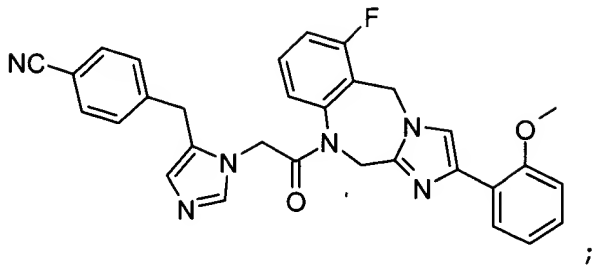

;

or a pharmaceutically acceptable salt thereof.

20 (currently amended): A pharmaceutical composition for ~~use in treating a disease selected from the group consisting~~ the treatment of fibrosis, benign prostatic hyperplasia, atherosclerosis, restenosis ~~and~~ or hepatitis delta virus infection in a patient in need thereof, comprising ~~an~~ a therapeutically effective amount of a compound according to claim 1 or a pharmaceutically acceptable salt thereof and a pharmaceutically acceptable carrier wherein said therapeutically effective amount is an amount that is effective for the treatment of fibrosis, benign prostatic hyperplasia, atherosclerosis, restenosis or hepatitis delta virus infection in said patient.

21 (previously presented): A method of treating a disease in a subject in need thereof, said method comprising administering to said subject a therapeutically effective amount of a compound of claim 1, or a pharmaceutically acceptable salt thereof, wherein said disease is selected from the group consisting of fibrosis,

benign prostatic hyperplasia, atherosclerosis, restenosis and hepatitis delta virus infection.